

REPORT OF THE INDEPENDENT DIRECTOR'S COMMITTEE OF INFIBEAM AVENUES LIMITED RECOMMENDING THE DRAFT COMPOSITE SCHEME OF ARRANGEMENT AMONGST THE COMPANY, ODIGMA CONSULTANCY SOLUTIONS LIMITED AND INFIBEAM PROJECTS MANAGEMENT PRIVATE LIMITED AND RESPECTIVE SHAREHOLDERS AND CREDITORS

To,

The Board of Directors

Members Present:

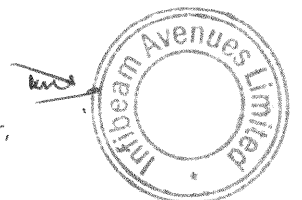
Mr. Keyoor Bakshi : Chairperson
Mr. Roopkishan Dave : Member
Mr. Piyushkumar Sinha : Member
Ms. Vijaylaxmi Sheth : Member

1. Background

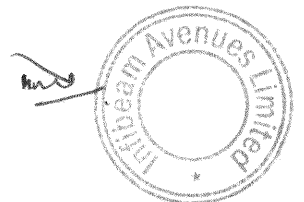
- 1.1. A meeting of the Independent Director's Committee ("Committee") of the Infibeam Avenues Limited ("Infibeam" or "Company") was held on Tuesday, August 08, 2023 to consider and recommend the draft Composite Scheme of Arrangement amongst the Company, Odigma Consultancy Solutions Limited ("Odigma" or "Resulting Company") and Infibeam Projects Management Private Limited ("IPMPL" or "Transferee Company") [Company, Odigma and IPMPL are collectively hereinafter referred to as "Parties"] and their respective shareholders and creditors ("the Scheme") under Sections 230 to 232 read with Section 66 of the Companies Act, 2013 ("Act") and other applicable provisions of law subject to necessary approvals from the BSE Limited and the National Stock Exchange of India Limited ("Stock Exchanges"), the Securities Exchange and Board of India ("SEBI"), the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") and any other authority, as may be required under applicable law.
- 1.2. The purpose of the Committee is made in order to comply with the requirements of Para A(2)(i) of Part I of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Master Circular") according to which the Scheme is required to be recommended by the Committee after considering that the Scheme is not detrimental to the shareholders of the Company.

INFIBEAM AVENUES LIMITED

Registered Office: 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar,
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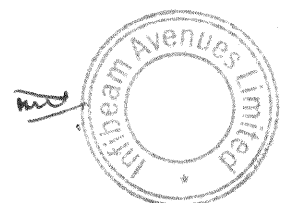
- 1.3. The Company is engaged in the business of inter alia, Digital Payments, E-commerce Services, Software Business, e-commerce technology platforms and provide a comprehensive suite of web services spanning digital payment solutions, data centre infrastructure, software platforms etc. Odigma is, inter alia, engaged in the business of online digital marketing, consultancy in e-commerce solutions and to provide e-commerce technologies for promotion and marketing of all products and service using online digital technologies and interactive channels such as search engine optimization, social media optimization, link exchange, pay per click (PPC), affiliate marketing, banner advertising, rich media, social bookmarking, directory listings, articles, blogs, etc. IPMPL is inter alia, engaged in the business as builders, town planners, real estate developers, infrastructure developers, Engineers land developers, property owners, Facility Management Service, Data Center Services including and not limited to cloud services, cloud computing, IT infrastructure management, web services, storage and compute, hosting, domains, storage, data analytics, contractors, sub-contractors, dealers etc.
- 1.4. The Committee considered the following documents during the meeting:
- (a) The draft Scheme;
 - (b) Valuation Report dated August 07, 2023 issued by Den Valuation (OPC) Private Limited an independent registered valuer, having registration number IBBI Regd. No. - IBBI/RVE/06/2021/146 ("Valuation Report");
 - (c) Fairness Opinion dated August 07, 2023 issued by Kunvarji Finstock Private Limited, an independent merchant banker registered with the Securities and Exchange Board of India ("SEBI") with registration number MB/INM000012564 providing opinion on the fairness of the share exchange ratio proposed in the Valuation Report ("Fairness Opinion");
 - (d) Certificate issued by the Statutory Auditors of the Company certifying the undertaking of the Company pursuant to para A(10)(c) of Part I of the SEBI Master Circular;
 - (e) Draft of the Compliance Report (as per format provided by the Stock Exchanges) confirming compliance with various regulatory requirements specified for Scheme of Arrangement and all accounting standards to be filed with the Stock Exchanges;
 - (f) Audited Financial Statements of the companies involved in the draft Scheme for last three Financial Years;
 - (g) Pre and post shareholding pattern of all the companies involved in the draft Scheme;
 - (h) Certificate issued by the Statutory Auditor of the Company, pursuant to para A(5) of Part I of the SEBI Master Circular; and



- (i) various other document(s) / certificate(s) / declaration(s) / report(s) / undertaking(s) / submission(s) / confirmation(s) which are incidental to the draft Scheme or any other incidental matter thereto

2. Salient features of the Scheme

- 2.1. The draft Scheme placed before the ID Committee provide, *inter-alia*, the following:
- (a) demerger, transfer and vesting of Global Top Level Domain (GTLD) Undertaking from the Company to Resulting Company on a going concern basis and the consequent issue of shares by the Resulting Company in accordance with the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and rules made thereunder;
 - (b) Shares to be issued by the Resulting Company in terms of the Scheme shall be listed on the BSE Limited and the National Stock Exchange of India Limited in compliance with the SEBI Master Circular and other relevant provisions as may be applicable;
 - (c) transfer and vesting of the Project Management Undertaking of the Company as a going concern to the Transferee Company, on Slump Sale basis under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013;
 - (d) increases in share capital of the Resulting Company and the consequent amendment of Memorandum of Association of the Resulting Company;
 - (e) increases in share capital of the Transferee Company and the consequent amendment of Memorandum of Association of the Transferee Company; and
 - (f) various other matters consequently or integrally connected therewith, pursuant to the provisions of Section 230 to 232 read with Section 66 and other applicable provisions of the Act.
- 2.2. The Scheme shall be filed with the Stock Exchanges, National Company Law Tribunal, Ahmedabad Bench ("NCLT") under section 230 to 232 read with Section 66 and other applicable provisions of the Act and has been drawn in compliance with Section 2(19AA), 2(42C) and other applicable provisions of the Income Tax Act, 1961 and other applicable laws including Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with the SEBI Master Circular, and any other authority as may be required.



3. Rationale for the Scheme

3.1. The Committee noted the rationale of the draft Scheme as follows:

- (i) Demerger, transfer and vesting of GTLD Undertaking from the Company to Resulting Company to result into:
 - a. Segregation of the Company's GTLD Undertaking into Resulting Company;
 - b. Future growth and expansion of the GTLD Undertaking would require differentiated strategy aligned to its industry specific risks, market dynamics and growth trajectory;
 - c. Allow management of the Resulting Company to pursue independent growth strategies in markets;
 - d. It is believed that the proposed demerger will create enhanced value for the shareholders through potential unlocking of value through listing of GTLD business as well as business of Resulting Company on the Stock Exchanges;
 - e. Since both the businesses are having separate growth trajectories, the proposed restructuring would enable both the businesses to pursue their growth opportunities and offer investment opportunities to potential investors;
 - f. Enhance competitive strength, achieve cost reduction and efficiencies of aforesaid companies and thereby significantly contributing to future growth;
 - g. Provide scope of collaboration and expansion;
 - h. Rationalization, standardization and simplification of business processes and systems of the GTLD Undertaking on being demerged into Resulting Company;
 - i. The proposed restructuring would provide opportunity to shareholders of Infibeam to directly participate in GTLD Undertaking and Resulting Company's business; and
 - j. The proposed restructuring would enable investor to hold investments in the businesses with different investment characteristics, which best suit their investment strategies and risk profiles.
- (ii) The rationale for transfer of the Project Management Undertaking of the Company as a going concern to the Transferee Company, on Slump Sale basis is provided below:
 - a. The Transferee Company is a wholly owned subsidiary of the Company. The Project Management Undertaking comprises of, inter alia, the GIFT City Tower Two building and related amenities which is strategically located in the GIFT City and incubates/houses various start ups, aids projects and



other technology related entities, which can be categorized as part of non-core business activities of the Company. With explosive potential opportunities visible in GIFT City and consequent enhanced opportunities for growth and development, the Project Management Undertaking of the Company would require increased capital and focused operations for tapping the said opportunities. The value of such non-core business activities is not getting reflected in the value of business of the Company, should form part of an independent entity and a separate strategy should be formed for unlocking the value of such non-core business activities of the Company. In view of the same, it has become necessary to transfer the said business to the Transferee Company;

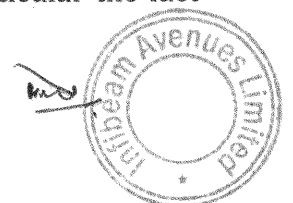
- b. The said transfer would entail smoother operations of the respective businesses under independent management set up paving way for growth and development of each of the business;
- c. The Scheme will result in simplification of the group structure and management structure leading to the better administration and more focused operational efforts, rationalization, standardization and simplification of business processes;
- d. Unlocking the value of the said business, which would enable optimal exploitation, monetization and development of both the Companies;
- e. The Scheme will enable entities to leverage their resources to align future cash flows; and
- f. The synergies that exist between the Company and Transferee Company in terms of services and resources can be put to best advantage of all the stake holders.

4. Scheme not detrimental to Shareholders of the Company

- 4.1. The Committee discussed and deliberated upon the rationale and expected benefits of the Scheme. In view of the draft Scheme and other documents presented before the Committee, it is noted that the Scheme will not have any material impact on the shareholders of the Company. The Committee was of the opinion that the Scheme is not detrimental to the interests of the shareholders of the Company.

5. Recommendation of the Committee

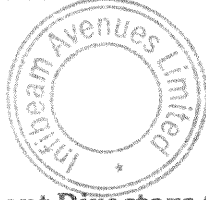
Basis the various documents, information and explanation provided to the Committee and after due deliberation and taking into consideration the Scheme, its rationale and its impact on the shareholders of the Company, in particular the fact



that the Scheme is not detrimental to the shareholders of the Company, the Committee recommends the Scheme for approval.

By Order of the Independent Directors Committee

For and on behalf of Independent Directors Committee of Infibeam Avenues Limited



Keyoor Bakshi
Chairperson of the Independent Directors Committee
DIN: 00133588

Place: Gandhinagar

Date: August 08, 2023